

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x	
	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	x	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO F.R.B.P. RULE 3001 (E)(2)

1. TO:

Cedar Hill Capital Partners Offshore, Ltd.
445 Park Avenue, 5th Fl.
New York, New York 10022
Attn: Karl Johnson
Phone: (212) 201-5815
Fax: (646) 417-7074
Email: Karl.Johnson@cedarhillcapital.com
2. Please take notice of the transfer of your claim against LEHMAN BROTHERS SPECIAL FINANCING, INC., Case No. 08-13888 (JMP) in the above referenced consolidated proceedings, arising from and relating to Schedule No. 888009420, to:

Cedar Hill Capital Partners Master Fund, L.P.
445 Park Avenue, 5th Fl.
New York, New York 10022
Attn: Karl Johnson
Phone: (212) 201-5815
Facsimile: (646) 417-7074
E-Mail: Karl.Johnson@cedarhillcapital.com

With a copy to :
Sidley Austin LLP
787 Seventh Avenue
New York, New York 10019
Attn : Alex Rovira
Phone : (212) 839-5300
Facsimile : (212) 839-5599
E-Mail : arovira@sidley.com

An Evidence of Transfer of Claim is attached as Exhibit A. All distributions and notices regarding the transferred claim should be sent to the Transferee at the instructions attached in Exhibit B.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

United States Bankruptcy Court
Alexander Hamilton Custom House
Attention: Bankruptcy Clerk
One Bowling Green
New York, NY 10004-1408

- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**
- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to the transfer

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS THE CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first party, by first class mail, postage prepared on _____, 2010.

INTERNAL CONTROL NO.: _____

Copy: (check) Claims Agent ☐ Transferee ☐ Debtor's Attorney ☐

Deputy Clerk

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **Cedar Hill Capital Partners Offshore, Ltd.** ("Assignor") does hereby unconditionally and irrevocably contribute, transfer and assign unto **Cedar Hill Capital Partners Master Fund, L.P.** ("Assignee") all rights, title and interest in and to the claims of Assignor referenced as **schedule number 888009420** (the "Claim") against Lehman Brothers Special Financing, Inc. (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) as In re Lehman Brothers Holdings Inc., Case No. 08-13888.

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Transferred Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Transferred Claim and recognizing the Assignee as the sole owner and holder of the Transferred Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Transferred Claim, and all payments or distributions of money or property in respect of the Transferred Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Transfer of Claim by its duly authorized representative dated the 19 day of February, 2010.

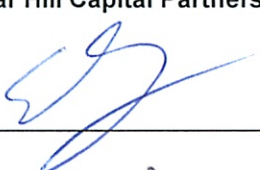
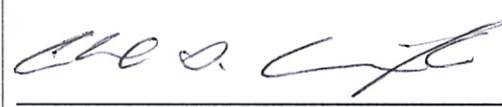
ASSIGNOR: Cedar Hill Capital Partners Offshore, Ltd.  <hr/> Name: Emil Woods Title: Director	ASSIGNEE: Cedar Hill Capital Partners Master Fund, L.P. By: Cedar Hill Capital GP II LLC, general partner  <hr/> Name: Charles Cascarilla Title: Managing Member
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EXHIBIT B

TRANSFER INSTRUCTIONS

Notice Instructions:

Cedar Hill Capital Partners Master Fund, L.P.
445 Park Avenue, 5th Fl.
New York, New York 10022
Attn: Karl Johnson
Email: Karl.Johnson@cedarhillcapital.com
Telephone: (212) 201-5815
Facsimile: (646) 417-7074

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Sidley Austin LLP
787 Seventh Avenue
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Attn: Alex Rovira
Email: arovira@sidley.com
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

Wire Instructions:

Goldman Sachs Prime Brokerage
Bank: Chase Manhattan Bank, NY

ABA # 021-000-021
F/A/O: Goldman Sachs & Co., NY
A/C: 066-642-426
F/F/C: Cedar Hill Capital Partners Master Fund LP
A/C# 002-432474